

CHEMICAL FINANCIAL CORP
 Form 4
 July 24, 2013

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 JOHNSON KENNETH WILLIAM

2. Issuer Name and Ticker or Trading Symbol
 CHEMICAL FINANCIAL CORP
 [(CHFC)]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 235 E MAIN STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 07/22/2013

____ Director _____ 10% Owner
 ____ Officer (give title below) Other (specify below)
 Officer of Principal Bus. Unit

MIDLAND, MI 48640

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	07/22/2013		M	2,999 A \$ 21.1	5,818	D	
Common Stock	07/22/2013		F	2,364 D \$ 30.55	3,454	D	
Common Stock	07/22/2013		M	2,313 A \$ 19.97	5,767	D	
Common Stock	07/22/2013		F	1,764 D \$ 30.55	4,003	D	
Common Stock					5,713.272 ⁽¹⁾	I	By 401(k) plan

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Options	\$ 21.1	07/22/2013		M	2,999	⁽²⁾ 04/29/2019	Common Stock	2,999
Stock Options	\$ 19.97	07/22/2013		M	2,313	⁽³⁾ 04/20/2021	Common Stock	2,313

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

JOHNSON KENNETH WILLIAM
235 E MAIN STREET
MIDLAND, MI 48640

Officer of Principal Bus. Unit

Signatures

/s/ Kenneth W. Johnson 07/23/2013

**Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) Between 1/1/2013 and 6/30/2013 the reporting person acquired 408,350 shares of Chemical Financial Corporation common stock under the Chemical Financial Corporation 401(k) Plan.
- (2) Vests in three equal annual installments beginning on April 28, 2010.
- (3) Vests in three equal annual installments beginning on April 19, 2012.

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Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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